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UNITED STATES DISTRICT COURT

DISTRICT OF NEW JERSEY

In re INTERCLOUD SYSTEMS, INC.)	Master Docket No.
SECURITIES LITIGATION)	3:14-01982-PGS-DEA
_____)	
)	<u>CLASS ACTION</u>
This Document Relates To:)	
)	DECLARATION OF JACK REISE,
ALL ACTIONS.)	ESQ. IN SUPPORT OF LEAD
)	PLAINTIFF’S MOTION FOR CLASS
_____)	CERTIFICATION

I, Jack Reise, Esq., declare under penalty of perjury pursuant to 28 U.S.C. §1746 as follows:

1. I am a member of the Bar of the State of Florida, and I am admitted *pro hac vice* to appear before the Court in this action.

2. I am a partner in the firm of Robbins Geller Rudman & Dowd LLP, Lead Counsel in this action. I submit this declaration to place documents before the Court in support of Lead Plaintiff's Motion for Class Certification.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Declaration of Charles R. Gilbert Jr., in Support of Lead Plaintiff's Motion for Class Certification.

4. Attached hereto as Exhibit 2 is a true and correct copy of the firm résumé of Robbins Geller Rudman & Dowd LLP.

5. Attached hereto as Exhibit 3 is a true and correct copy of the firm résumé of Cohn Lifland Pearlman Herrmann & Knopf LLP, Liaison Counsel in this action.

6. **Weekly Trading Volume.** Attached hereto as Exhibit 4 is a true and correct copy of data regarding volume, shares outstanding, and turnover data gathered from Bloomberg L.P. for InterCloud common stock during the Class Period.

7. **Brokers and Institutional Investors.** Attached hereto as Exhibit 5 is a true and correct copy of a list compiled from Bloomberg L.P., indicating that there were 62 market makers for InterCloud common stock during the Class Period.

8. Attached hereto as Exhibit 6 is a true and correct copy of a list, compiled from Thompson Financial, of the 14 institutional investors that reported holding InterCloud common stock during the Class Period, along with their reported quarterly positions in the stock.

9. **Eligibility to File Form S-3.** The current requirements for filing a Form S-3 registration statement are that a company be organized and operating under the laws of the United States or its territories, has filed reports under the Exchange Act for twelve calendar months, has suffered no default of its obligations, and has an aggregate market value of common equity held by non-affiliates of \$75 million or more. *See* SEC Form 1379, “Form S-3 Registration Statement Under the Securities Act of 1933, General Instructions,” as revised August 2001. Attached hereto as Exhibit 7 (a, b and c) are excerpts of documents demonstrating that InterCloud was eligible to file Form S-3 Registration Statements.

10. **Price Reaction to Unexpected New Information.** Attached hereto as Exhibit 8 is a true and correct copy of a stock price and volume chart for InterCloud stock demonstrating stock price movement during the Class Period.

11. Attached hereto as Exhibit 9 is a true and correct copy of the Article entitled “5 Reasons To Buy InterCloud Systems Right Now,” published on December 3, 2013.

12. Attached here to as Exhibit 10 is a true and correct copy of the article, entitled “Watch How InterCloud Grows Under The Guidance Of Mark Munro” published on December 17, 2013, on seekingalpha.com.

13. Attached here to as Exhibit 11 is a true and correct copy of the article entitled “InterCloud Systems: A Cloud Integrator With Strong Growth Potential,” posted on January 13, 2014, on seekingalpha.com.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 1st day of June, 2016, at Boca Raton, Florida.

s/ Jack Reise

JACK REISE